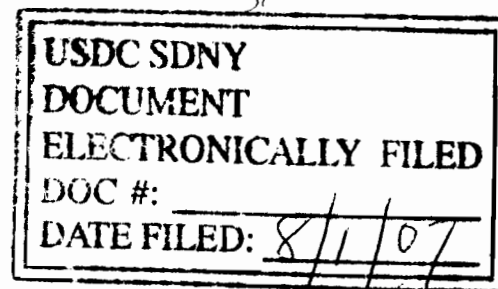


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



-----X
CASTLERIGG MASTER INVESTMENTS LTD., :
 :
Plaintiff, :
 :
v. :
 :
APOLLO RESOURCES INTERNATIONAL, INC. :
 :
Defendant. :
 :
-----X

Civ. Action No.: 07 CIV 6385 (SAS)

**ORDER TO SHOW CAUSE FOR A
TEMPORARY RESTRAINING
ORDER AND A PRELIMINARY
INJUNCTION**

Upon the Affidavit of Matthew Pliskin sworn to on July 30, 2007, the Declaration of Alan R. Glickman, Esq., sworn to on July 30, 2007, and the exhibits annexed thereto, and the accompanying Memorandum of Law in Support of Plaintiff's Application for a Temporary Restraining Order and a Preliminary Injunction, it is hereby:

ORDERED, that Defendant Apollo Resources International, Inc. ("Apollo") or its attorneys show cause at a hearing to be held in this Court before the Honorable Shira A.

Scheindlin, United States District Judge, in courtroom 15C of the United States Courthouse, 500 Pearl Street, New York, New York, on August 15, 2007, at 10:00 a.m. or as soon thereafter as counsel may be heard, why an Order should not be entered pursuant to Rule 65(a) of the Federal Rules of Civil Procedure enjoining and restraining Apollo from directly or indirectly taking any actions to:

- (a) consummate or permit its subsidiaries to consummate the transaction that is the subject of a Purchase and Sale Agreement among Apollo, Mountain States Petroleum Company, BC&D Oil and Gas Corporation and Imperial Petroleum, Inc. ("Imperial"), as described in the Form 8-K filed with the SEC by Apollo on June 26, 2007, whereby certain Apollo debt is to be assumed by Imperial;
- (b) otherwise redeem, defease, repurchase, repay or make payments in respect of any existing Indebtedness as defined in Section 27(s) of the Senior Secured

Convertible Note issued by Apollo to Plaintiff on December 29, 2006 (the "Note");

(c) incur, guaranty, or assume any new Indebtedness as defined in Section 27(s) of the Note;

~~(d) proceed with a going private transaction through a Reverse/Forward Stock Split, as described in the definitive Information Statement pursuant to Section 14(c) of the Securities Exchange Act of 1934 filed by Apollo with the SEC on May 29, 2007, whereby certain Apollo stock is to be purchased by Apollo;~~

~~(e) otherwise redeem, repurchase or declare or pay any cash dividend or distribution on Apollo's stock; and~~

awarding Plaintiff such other and further relief as the court deems just and proper; and it is

further

✓ security in the amount of \$ 2,000,000.00 will be posted by 5:00 p.m. on Friday, August 3, 2007.

ORDERED, that sufficient reason having been shown therefore, pending the

hearing on Plaintiff's motion for preliminary injunction and after service, Defendant is

temporarily restrained from directly or indirectly taking any of the actions enumerated in

subparagraphs (a) through ^g~~(e)~~ of the immediately preceding ordered paragraph; and it is further

ORDERED, that delivery or transmission of this Order to Show Cause for a

Temporary Restraining Order and a Preliminary Injunction, together with the accompanying

memorandum of law and other papers upon which this Order is granted, shall be made on July

31, 2007 by hand or facsimile to Apollo, or to any counsel that appears on Apollo's behalf with

respect to this application for an Order to Show Cause, which shall be deemed good and

sufficient service; and it is further

ORDERED, that Defendant shall have up to and including 5:00 p.m. on August

✓ 8, 2007 within which to file and serve by hand any answering papers on Plaintiff's counsel,

Alan R. Glickman, Esq., Schulte, Roth & Zabel LLP, 919 Third Avenue, New York, New York

10022, and it is further

ORDERED, that Plaintiff shall file with the Court and serve its reply papers by
✓ hand on or before August 10, 2007.

✓ Dated: July 31, 2007
New York, New York

SO ORDERED:


UNITED STATES DISTRICT JUDGE
SOUTHERN DISTRICT OF NEW YORK

7/31/07